

RECORDATION NO. 16947-E FILED

SEP 4 '98

10-55 AM

ALVORD AND ALVORD

ATTORNEYS AT LAW

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20006-2973

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 4, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D C 20423

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated September 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Security Agreements, Equipment Leases and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 16947

The name and address of the party to the enclosed document are

Borrower/Lessee Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement

SEP 4 10 51 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Betty Davis
Courtesy

Mr Vernon A Williams
September 4, 1998
Page 2

Also enclosed is a check in the amount of \$26 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

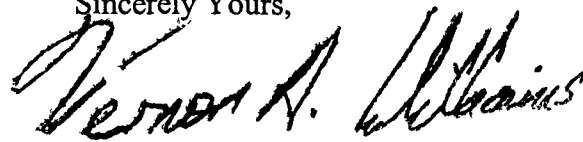
Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

DATE: 9/4/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 9/4/98 at 10:55AM , and
assigned recordation number(s). 11303-E, 14098-D, 14187-A, 14241-G, 14327-B, 14639-G,
14867-C, 14891-G, 14993-E, 15596-G, 16288-B, 16500-C,
16553-C, 16946-E, 16947-E, 17348-F, 17349-F, 17350-F,
18132-F, 18133-F, 18134-A, 18357-J, 18449-A, 18870-B,
19487-F, 19488-F, 19489-C, 19623-D, 19708-A, 20034-F,
20035-F and 20036-C.

Sincerely Yours,



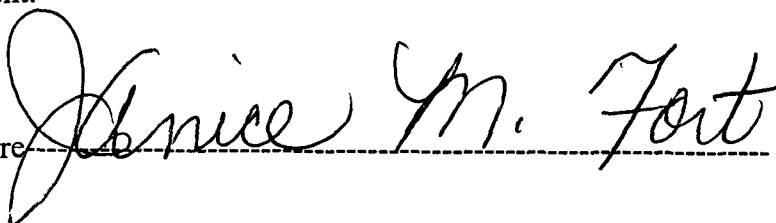
Vernon A. Williams

Enclosure(s)(32)

832.00

\$_____ The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount
paid. In the event of an error or any questions concerning this fee, you will receive a
notification after the Surface Transportation Board has an opportunity to examine your
document.

Signature _____



RECORDATION NO. 16947-E FILED

SEP 4 '98

10-55 AM

STATEMENT OF NEW REPORTING MARKS dated as of
September 1, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania
corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A
hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A
hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified
in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of
railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation
Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule
A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment
have been assigned and granted as security by the Lessor, pursuant to that certain
agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security
Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called
the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface
Transportation Board or the Interstate Commerce Commission on the date specified in
Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of
Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject
Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail
or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the
same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the
United States Code to show for the public record both such reporting marks, and to
preserve the protection of the rights afforded to the Lessor and the Secured Party in the
Subject Equipment by said section 11301, when, if, as and whether such reporting marks
are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McAdams

SCHEDULE A

Item 1, Lease:

dated as of July 31, 1990

Item 2, Lessor:

Allentown Locomotive Lease Company, c/o Nomura Babacock and
Brown, Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-Ku,
Tokyo, Japan 103

Item 3, date of recordation of lease:

August 1, 1990

Item 4, recordation number of lease:

16947

Item 5, Security Agreements:

dated as of July 31, 1990

Item 6, Secured Party:

Barclays Bank Tokyo Branch, C.P.O. Box 466, Mitsubishi Building,
Tokyo, Japan, 100-91

Item 7, date of recordation of Security Agreements:

August 1, 1990

Item 8, recordation number of Security Agreements:

16947

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

CR 6051
CR 6053
CR 6056
CR 6057
CR 6058
CR 6060
CR 6061
CR 6062

PRR 8314
PRR 8315
PRR 8316
PRR 8317
PRR 8318
PRR 8319
PRR 8320
PRR 8321

CR 6064
CR 6065
CR 6068
CR 6069
CR 6070
CR 6071
CR 6073
CR 6074

PRR 8322
PRR 8323
PRR 8324
PRR 8325
PRR 8326
PRR 8327
PRR 8328
PRR 8329

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 6050
CR 6052
CR 6054
CR 6055
CR 6059

**New Reporting
Marks and Identifying
Numbers**

NYC 7300
NYC 7301
NYC 7302
NYC 7303
NYC 7304

**Original Reporting
Marks and Identifying
Numbers**

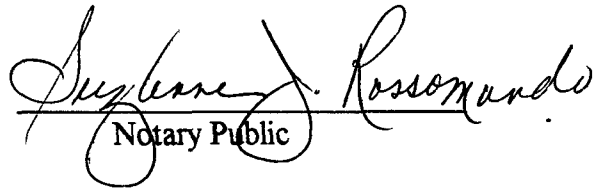
CR 6063
CR 6066
CR 6067
CR 6072

**New Reporting
Marks and Identifying
Numbers**

NYC 7305
NYC 7306
NYC 7307
NYC 7308

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

On this 1st day of September 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires.

NOTARIAL SEAL Suzanne J. Rossomando, Notary Public City of Philadelphia, Phila County My Commission Expires June 28, 1999
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